

International Boycotts

U.S. anti-boycott laws apply to unsanctioned economic boycotts of other countries, such as the Arab League boycott of Israel. These laws require U.S. companies and all their subsidiaries to report most requests to support an unsanctioned boycott, whether the requests are oral or in writing. So that EDS can comply with these laws, you must report any suspicious requests or contract terms to the Office of Export Compliance and Legal Affairs even if you do not intend to comply with the request.

Q: How do I know if I am being asked to engage in illegal boycott activity?

A: In attempting to identify boycott-related requests or restrictions, pay particular attention to requests for information or contract terms that require:

- Information about a person's past, present or prospective relationship with boycotted countries or blacklisted companies;
- Information about a person's race, religion, gender or national origin; or
- Discrimination against individuals or companies on the basis of race, religion, gender or national origin.

Examples of boycott requests that we cannot comply with and must report:

- Certify that the goods are not of Israeli origin.
- Certify that EDS does not have an office in a listed country.
- Do you have an office in Israel?
- Identify the race, religion and sex of all employees who will work on this project.

U.S. Embargoes and Restricted or Denied Parties

Currently, the United States and its allies maintain embargoes against a number of countries. In addition, the U.S. also prohibits commercial activities with parties that have violated the U.S. export laws or that have been specially designated as having intentions harmful to the U.S. EDS complies with applicable U.S. laws regarding these embargoes and with the restrictions against doing business with any prohibited party. Always screen the names of clients, vendors or subcontractors by selecting the Denied Parties List from the "Quick Links" drop-down menu on the Export Compliance Web site.

See the Defense Trade Controls-Embargo Reference Chart for a list of countries who are also restricted from receiving defense articles and services. Consult the Office of Export Compliance or Legal Affairs if there are any questions about EDS' ability or the ability of EDS subsidiaries to do business involving a particular country or party.

Embargoes and sanctions are typically imposed because one country wants to bring about a political or economic change in another country.

Q: I would like to send some products to a potential client in a country that is subject to a U.S. embargo. Would it be okay if I send the products to a company outside the U.S. and that company then sends them on to the potential client?

A: No. It is illegal to try to "get around" the embargo laws or to attempt to accomplish indirectly or through third parties what the embargo laws prohibit us from doing directly.

Fair Competition

Antitrust laws and trade regulations are designed to encourage healthy competition in a fair and reasonable business climate. Most antitrust laws and trade regulations apply to both the marketing of products and the marketing of services.

Generally, antitrust laws prohibit any activity that may improperly reduce or inhibit competition. We compete vigorously and fairly in the conduct of business matters and always in compliance with applicable antitrust laws. Some of the most serious antitrust offenses are agreements between competitors that limit independent judgment and restrain trade, such as agreements to fix prices, restrict output or control the quality of products, or to divide a market for clients, territories, products or purchases. You should not agree with any competitor on any of these topics as these agreements are virtually always unlawful.

EDS must comply with all applicable competition laws. If you become aware of a conflict between U.S. laws and the laws of other nations, consult Legal Affairs.

Because of the complexity of antitrust laws, you must seek advice from Legal Affairs on any question regarding them. The penalties for violating antitrust laws and trade regulations can be extremely severe for both EDS and the individuals involved.

For more information on this topic, refer to the Antitrust Policy.

EDS depends on its reputation for honesty and integrity. The way we deal with our clients, competitors and suppliers molds our reputation, builds long-term trust and ultimately determines our success. We compete vigorously but fairly, and always play by the rules.

Q: *A member of our church works for one of EDS' competitors. We have a friendly relationship, and our children sing in the youth choir together. Last Sunday, he asked me about pricing for one of our projects. I avoided the issue, but I'd like some guidance in case it happens again.*

A: *You must absolutely avoid talking about pricing with any of EDS' competitors. While we understand that, in social situations, it can sometimes be difficult to act appropriately, you need to explain to your friend that EDS' policy strictly prohibits you from talking about price or other terms of sale with competitors.*

Compliance/Discipline

We are each responsible for reporting suspected violations of EDS policy or legal requirements. EDS takes all reports seriously. Each allegation is reviewed and, if substantiated, resolved through appropriate corrective action and/or discipline, which may include verbal reprimand, written reprimand or termination of employment. Subject to applicable law, EDS will consider disciplinary action under appropriate circumstances, including circumstances where someone:

- Has authorized, condoned, participated in or concealed actions that violate these standards;
- Approves or disregards a violation, or through lack of diligence in supervision fails to prevent or report violations;
- Retaliates directly or indirectly or encourages others to retaliate for reported violations made in good faith; or
- Is uncooperative or untruthful during an internal investigation into any suspected violation of this Code, any EDS policy or legal requirement.

As part of EDS' procedure for receiving and handling complaints or concerns, EDS has established procedures for:

- The receipt, retention and treatment of complaints regarding accounting, internal accounting controls, or auditing matters; and
- The confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

Such procedures are set forth in EDS' Financial Integrity Policy and at EDS' corporate Web site.

If you know it's wrong, don't do it. If you see something that seems wrong, report it.

Q: What if my leader asks me to do something that is illegal?

A: Don't do it! If you know or have a good faith reason to believe that it would be illegal or violate company policy, you should refuse to do it and report the matter to your leader's leader, Legal Affairs, the Office of Ethics and Compliance, or the Ethics Helpline.

Substantive Changes to and Waivers of the Code of Business Conduct

Any waiver of the Code of Business Conduct for any director or executive officer must be made by EDS' full Board of Directors or a designated committee of independent directors as required by law or stock exchange regulation. Substantive changes and waivers of the Code for directors and executive officers will be promptly disclosed as required by law or stock exchange regulation.

No Rights Created

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS for any specific period or under specific terms and conditions. Unless contrary to applicable law or the terms of a written contract executed by an appropriate officer of EDS, employment at EDS is for no definite period and may be terminated at any time by the company or by an employee for any reason or for no reason at all and with or without notice. EDS, however, cannot and will not terminate employees for any unlawful reason.

The EDS Code of Business Conduct is not a contract. EDS retains the right to unilaterally modify this Code at any time, without advance notice.

Directors' Addendum to the EDS Code of Business Conduct

EDS Directors play a special role in the governance and conduct of EDS' business and affairs. In many cases, the duties and responsibilities and, therefore, the ethical obligations - of non-employee (outside) directors are the same as or comparable to those of employees. Non-employee directors should adhere to the Code (including those provisions relating to conflicts of interest, corporate opportunities, confidentiality, fair dealing, protection and proper use of EDS assets, and compliance with laws and regulations) in carrying out their duties on behalf of EDS to the extent and in a manner consistent with their special duties and obligations. Because outside directors are not employees of EDS, they are not and should not be subject in all respects to specific portions of the Code. Outside directors of EDS, for example, are not expected to obtain approval of any EDS leader before accepting employment with another company.

The conduct of both employee and non-employee directors is, in some cases, governed by additional principles to which employees are appropriately not subject, such as those contained in EDS' Corporate Governance Guidelines. For example, directors are expected to comply with the provisions of those Guidelines before accepting service on another board of directors.

Directors should (a) ethically handle situations that could give rise to a conflict of interest including the appearance of a conflict, (b) fully and promptly disclose any conflict of interest to the General Counsel as set forth in this Code, and (c) take appropriate preventative or corrective actions (e.g., recusal from certain decisions), as determined by the Board or a designated committee.

Code of Business Conduct Certification

By signing below, I hereby acknowledge that I am aware of the EDS Code of Business Conduct, have access to it, and have read and understand it. I am also aware of how to seek guidance and report violations.

Printed Name: _____

Signature: _____

Date: _____

EDS NetID: _____

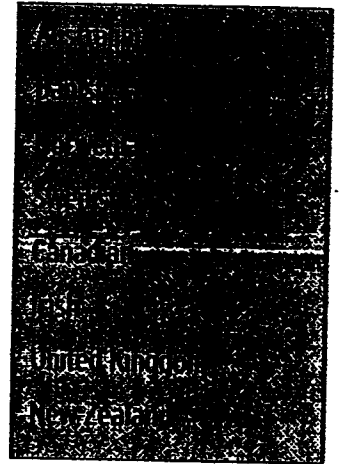
All employees and directors of EDS companies (except where the local law does not permit) are required to certify annually (new employees within thirty [30] days of hire). You can certify at <http://ethicscertification.eds.com> (preferred), or if EDS intranet connectivity is unavailable, by submitting a hard copy to your leader.

Keyword: certify

If an employee provides a hard copy, the manual certification is to be retained in the employee's employment file for the duration of his/her employment with EDS and for a minimum of three (3) years (or as required by more stringent applicable law) following the individual's separation from EDS employment. Upon receiving the manual certification form from the employee, the leader is to electronically certify on behalf of the employee at: <http://cobc.legalaffairs.eds.com>.

Other Country Code Provisions

EDS operates in many countries and many cultures. We respect the laws and regulations of all of the places where we do business. Laws can sometimes differ and even conflict. If there is a conflict between applicable laws or between applicable law and a policy set forth in this Code, you should consult with Legal Affairs before taking any action. The following sections discuss certain provisions of laws of some of the places where EDS does business.



Australian Code Provisions

Drugs and Alcohol

The Substance Abuse policy applies, however it is not the practice to apply the enforcement testing process to EDS employees in Australia.

Danish Code Provisions

Substance Abuse, Enforcement Testing

The principles and policy of maintaining a drug free workplace will apply but the Enforcement/Testing process will not apply to EDS employees in Denmark.

No Rights Created

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS. Unless contrary to the terms of a written contract executed by an authorised representative of EDS, employment at EDS may be terminated by the company in accordance with applicable law, or by an employee with or without cause in accordance with applicable law and/or the terms of a written contract with the company. Where reference is made to the EDS Disciplinary Procedure this will be the EDS Denmark Disciplinary Procedure in place. Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps are to be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

The EDS Code of Business Conduct is not a contract. EDS retains the right to unilaterally modify this Code at any time without advance notice.

Norwegian Code Provisions

Substance Abuse, Enforcement Testing

The principles and policy of maintaining a drug free workplace will apply but the Enforcement/Testing process will not apply to EDS employees in Norway.

No Rights Created

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS. Unless contrary to the terms of a written contract executed by an authorised representative of EDS, employment at EDS may be terminated by the company in accordance with applicable law, or by an employee with or without cause in accordance with applicable law and/or the terms of a written contract with the company. Where reference is made to the EDS Disciplinary Procedure this will be the EDS Norway Disciplinary Procedure in place. Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps to be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

The EDS Code of Business Conduct is not a contract. EDS retains the right to unilaterally modify this Code at any time without advance notice.

Swedish Code Provisions

Substance Abuse, Enforcement Testing

The principles and policy of maintaining a drug free workplace will apply but the Enforcement/Testing process will not apply to EDS employees in Sweden.

No Rights Created

Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps are to be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

Any changes, modifications will be handled in compliance with the Swedish Act on Co-determination at Work (MBL) although EDS retains the right to unilaterally modify this Code at any time without advance notice.

In the event of need for corrective or disciplinarian action, EDS Sweden will act in compliance with Swedish legislation and collective agreements.

Canadian Code Provisions

Outside Employment

Because EDS has clients, suppliers and other business relationships in different industries and settings, outside employment may create or appear to create a conflict of interest. As a result, and subject to applicable legislation, before accepting employment in addition to your role at EDS, any potential conflict of interest must be reviewed with your EDS leader and approved by him or her before accepting that additional job.

In accepting outside employment, remember your commitment to EDS. You should not use EDS time or resources to benefit the outside employer, and the employment should not adversely affect your judgment, decisions or ability to meet EDS work-assignment responsibilities.

Application of Laws in the International Arena

Canadian law may govern our practices outside Canada. If you are uncertain, check with the Canadian office of EDS Legal Affairs or your EDS Human Resources representative about Canadian and/or foreign laws that affect your activities abroad.

For example, Canadian law prohibits 1) bribery, 2) export of some goods and technologies without a permit, 3) participating in international boycotts, and 4) trade with certain embargoed countries.

Bribery and Improper Payments

Within Canada, governments seek to prevent and prohibit potential domestic corruption by a combination of statutes, parliamentary rules, and administrative provisions. The Criminal Code includes offences that prohibit bribery, frauds on the government and influence peddling, fraud or breach of trust in connection with duties of office, municipal corruption, selling or purchasing offices, influencing or negotiating appointments or dealing in offices, possession of property or proceeds obtained by crime, fraud, laundering proceeds of crime, and secret commissions.

Internationally, Canada has actively participated in anticorruption initiatives in various international forums. In response to these initiatives, the Corruption of Foreign Public Officials Act features three offences: bribing a foreign public official, laundering property and proceeds, and possession of property and proceeds. In addition, this act allows prosecution of a conspiracy or an attempt to commit the offences, as well as aiding and abetting, and counseling others to commit the offences. The offence of bribing a foreign public official is added to the list of offences found in the Income Tax Act to deny claiming bribe payments as a deduction and all the offences are defined as an "enterprise crime offence" in the Criminal Code.

Beyond compliance with these laws, each employee is expected to avoid conduct that could appear to violate the law. Therefore, according to EDS policy, we should not make any payments or give gifts related to EDS business activities to officials of Canada or other countries unless the transactions are first approved by the Canadian office of EDS Legal Affairs.

Export-Control Regulations

EDS conducts its international business in strict compliance with Canadian export laws and regulations. Under regulations administered by the Minister of Foreign Affairs, Export Control Division, the export of goods, services, or technology from Canada may require export permits.

Canadian Code Provisions

Exports may occur by sending, taking, or transmitting commodities, software, or technology out of Canada. Because Canada is party to a number of international regimes related to the control of the export of "strategic goods," and controls have been implemented to comply with Canada's multilateral commitments, consult with the Canadian office of EDS Legal Affairs whenever the question of export arises.

International Boycotts

It is an offence under the Foreign Extraterritorial Measures Act to comply with a foreign state's or tribunal's international trade or commerce policy that adversely affects or may adversely affect Canadian interests in relation to international trade or commerce, or that infringes Canadian sovereignty. All requests and contract terms that purport to have EDS comply with the trade restrictions or embargoes ordered by a foreign government or its agencies must be reported to the Director of the Canadian office of EDS Legal Affairs, who will take appropriate action.

Embargoes

Currently, Canada maintains commercial embargoes against a number of countries. EDS complies with applicable Canadian laws regarding these embargoes. Because the list of embargoed goods and countries maintained by the Minister of Foreign Affairs changes frequently, consult with the EDS Canadian Export Compliance Coordinator (905) 429-2620 if you have any questions about EDS' ability to do business with a particular country.

Fair Competition

Fair competition laws and trade regulations are designed to encourage healthy competition in a fair and reasonable business climate. To provide clients with the best combination of price and quality, and to promote efficiency, companies that do business in Canada must comply with competition legislation.

In Canada, fair competition is governed primarily by the Competition Act, which was enacted to ensure the preservation and protection of free competition and to prevent artificial restraints on Canada's economic system. The primary responsibility for compliance under this act rests with each individual. Individuals, such as EDS employees, must not enter into formal or informal arrangements (expressed or implied) with any competitor that set prices, costs, terms or conditions of sales or services; that assign customers, markets, territories, services, or product plans; or that deal with any other competitively sensitive or nonpublic information. This act also states that sellers cannot lessen competition by discriminating in price between the purchasers of commodities of like grade, quality, and quantity, and buyers cannot knowingly purchase commodities in such anticompetitive circumstances. Further, it is prohibited for a seller to pay a commission or to allow other compensation to get around this prohibition.

Most other countries where EDS does business also have laws restricting attempts to monopolise or control competition. It is EDS' obligation to comply with these laws where they are applicable. Conflicts between Canadian competition and trade laws and the laws of other nations will be addressed by the Canadian office of EDS Legal Affairs.

EDS' responsibility as a global corporate citizen requires compliance with these laws. Failure to comply will not be excused by the belief that the act was in the "corporate interest" or that it was "pursuant to instructions" from other people within the organisation. Beyond compliance, each employee is expected to avoid conduct that could appear to violate the law.

Canadian Code Provisions

Because of the complexity of competition laws, it is imperative to seek advice from the Canadian office of EDS Legal Affairs on any question regarding them. The penalties for violating competition laws and trade regulations can be extremely severe for both EDS and the individuals involved.

Private Sector Personal Information Protection Legislation in Canada

In addition to complying with the Global Privacy and Data Protection policy, EDS in Canada conducts its business in compliance with applicable statutes and regulations regarding protection of personal information. In Canada EDS has implemented, and monitors on a regular basis for changes, a comprehensive program to observe Quebec's An Act respecting the Protection of Personal Information in the Private Sector, B.C.'s Personal Information Protection Act, Alberta's Personal Information Protection Act, and the Personal Information Protection and Electronic Documents Act, each as such legislation applies to EDS with respect to personal information of its employees. This includes disclosing the purpose for which the information is collected and/or being shared with third parties, seeking consent if it is to be used for another purpose, retention for the statutory time periods, a mechanism to review and to correct (and if necessary register a complaint with the EDS Canada Privacy Officer) the personal information about the employee held by EDS.

EDS Canada's Personal Information Protection Policy is available to view in the Human Resources Section of the infoCanada Web site.

Substance Abuse Policy

The testing provisions of the Substance Abuse Policy do not apply to EDS Canada.

No Rights Created

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS. Unless contrary to the terms of a written contract executed by an authorised representative of EDS, employment at EDS may be terminated by the company in accordance with applicable law, or by an employee with or without cause in accordance with applicable law and/or the terms of a written contract with the company. Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

The EDS Code of Business Conduct is not a contract. EDS retains the right to unilaterally modify this Code at any time without advance notice.

If you require clarification regarding a policy in Canada, please refer to the infoCanada site under Human Resources.

Code of Business Conduct Certification

If an employee provides a hard copy of the Manual Certification Form, the form is to be retained in the employee's employment file for the duration of his/her employment with EDS and for a minimum of one (1) year (or as required by more stringent applicable law) following the individual's separation from EDS employment. Upon receiving the manual Code certification form from the employee, the leader is to electronically certify on behalf of the employee at: <http://cobc.legalaffairs.eds.com>.

Irish Code Provisions

Personal Privacy/Data Protection

Employee privacy also becomes an issue when personal use is made of EDS resources. Although EDS assets are intended for use in supporting and conducting EDS business, limited and reasonable personal use of company equipment and systems is permitted. (See the section titled "Proper Use of Corporate Assets and Resources" contained in this Code). Where not prohibited by law or regulation, EDS reserves the right to monitor the use and contents of its assets and resources. We should have no expectation of privacy when using EDS resources, whether for business or personal use. EDS may inspect the corporation's facilities, property, records and systems, including electronic systems, and inspect the information contained in them with or without advance notice to employees - even when information is stored under an individual's personal identification code or password. EDS employees will be made aware where such monitoring may take place.

For more information on this topic, see the Use of Corporate Assets Policy, the Global Privacy and Data Protection Policy, the Financial Integrity Policy, the EDS Security Policy, the EDS Information Handling Security Requirements, Enterprise Security Policies & Standards (ESPS), and the section of the Code titled "Computers and Equipment, Network Security, Photographic and Audio Devices."

Sexual Harassment and Other Unlawful Behaviour

EDS does not tolerate sexual harassment or other unlawful behaviour in the workplace, whether committed by a co-worker, leader, client, contractor, vendor or anyone else. Actions, words, jokes or comments that are derogatory and based on any person's gender, race, age, sexual orientation, religion, disability, family status, marital status or Membership of the Traveller community will not be tolerated at EDS. Although sexual harassment appears in various forms and degrees, it generally consists of unwelcome sexual advances, unwelcome requests for sexual favours or other unwelcome verbal or physical conduct of a sexual nature. Sexual harassment occurs when submission to or rejection of sexual advances adversely affects your employment in any way (for example promotion, termination or unfavourable work assignments) or when unwelcome sexual conduct otherwise interferes with your job performance or creates an intimidating or hostile work environment.

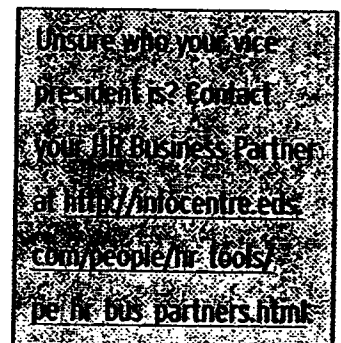
Solicitation/Distribution

In the interests of a professional work environment and to protect EDS employees and directors from unwanted solicitations, unless specifically preapproved by the vice president of EDS (as designated by the corporation), employees may not (1) solicit or distribute any non-work related literature for any purpose; (2) sell, trade or barter services or merchandise to others; or (3) conduct a personal business on EDS premises. Soliciting for organised or commercial lotteries or other gaming or gambling activities is prohibited.

Persons who are not employees may not distribute literature or solicit for any purpose on EDS premises at any time.

Drugs & Alcohol: Substance Abuse, Enforcement Testing

The principles and policy of maintaining a drug free workplace will apply but the Enforcement/Testing process will not apply to EDS employees in Ireland.



Irish Code Provisions

Outside Employment

Because EDS has clients, suppliers and other business relationships in different industries and settings, outside employment may create or appear to create a conflict of interest. As a result, and subject to applicable legislation, before accepting employment in addition to your role at EDS, any potential relationship or employment must be reviewed with your EDS leader and approved by him or her before accepting that additional job.

In accepting outside employment, remember your commitment to EDS. You should not use EDS time or resources to benefit the outside employer, and the employment should not adversely affect your judgment decisions or ability to meet EDS work-assignment responsibilities.

Exchanging Gifts and Other Business Courtesies

Do not give or receive anything of excessive value from clients, suppliers or competitors. For purposes of this policy "excessive" is any gift that exceeds the local equivalent of €50 in value.

Document Retention

Laws, regulations and EDS guidelines require retention of certain records for various periods of time. When litigation or an investigation is pending, relevant records must not be destroyed. If EDS receives a subpoena or Order to produce records, EDS may not in any way modify these records. Such records include, but are not limited to, personnel files, working time records and electronic records.

No Rights Created

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS. Unless contrary to the terms of a written contract executed by an authorised representative of EDS, employment at EDS may be terminated by the company in accordance with applicable law, or by an employee with or without cause in accordance with applicable law and/or the terms of a written contract with the company. Where reference is made to the EDS Disciplinary Procedure, this will be the EDS Irish Disciplinary Procedure in place. Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps to be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

The EDS Code of Business Conduct is not a contract, and EDS retains the right to unilaterally modify this Code at any time, without advance notice.

United Kingdom Code Provisions

Outside Employment

Because EDS has clients in many different industries and has many suppliers and business relationships, outside employment may create or appear to create a conflict of interest. As a result, and subject to applicable legislation, before accepting employment in addition to your role at EDS, any potential relationship or employment must be reviewed with your EDS leader and approved by him or her before accepting that additional job.

In accepting outside employment, remember your commitment to EDS. You should not use EDS time or resources to benefit the outside employer, and the employment should not adversely affect your judgment, decisions or ability to meet EDS work-assignment responsibilities.

Personal Privacy/Data Protection

Employee privacy can become an issue when personal use is made of EDS resources. Although EDS assets are intended for use in supporting and conducting EDS business, limited and reasonable personal use is permitted. (See the section titled "Proper Use of Corporate Assets and Resources" contained in this Code.) EDS reserves the right to monitor the use and contents of its assets and resources in accordance with applicable legislation. This will include employees, contractors and others using EDS' and its clients' facilities. Examples of such monitoring may include interception of emails, monitoring Internet access, monitoring telephone calls, monitoring of use of swipe cards, monitoring use of EDS and client computer facilities and systems and recording activity with CCTV cameras for the purpose of employee safety and security of premises. Monitoring complies with employment contracts and policies and proper business practices.

If EDS is required to disclose data held on its electronic communications systems and networks, information such as employee password protection may be requested and must be provided to EDS.

Where appropriate and in accordance with applicable legislation, EDS reserves the right to pass on information and data obtained in the course of monitoring referred to above to the subjects leader or employer.

For more information on this topic, see the Use of Corporate Assets Policy, the Global Privacy and Data Protection Policy, the Financial Integrity Policy, the EDS Security Policy, the EDS Information Handling Security Requirements, Enterprise Security Policies & Standards (ESPS), UK Electronic Communications Policy and the section of the Code titled "Computers and Equipment, Network Security, Photographic and Audio Devices."

Solicitation/Distribution

In the interest of a professional work environment and to protect EDS employees and directors from unwanted solicitation, you may not solicit or distribute any non-work-related literature for any purpose during your working time or the working time of the person(s) you are soliciting. You may not distribute literature at any time in any working area. Selling, trading, or bartering of services or merchandise to others, as well as conducting personal business, is prohibited on EDS premises, except for company-endorsed activities. Likewise, participating in or soliciting for organized or commercial lotteries or other gaming or gambling activities is prohibited, except as permitted below.

United Kingdom Code Provisions

Persons who are not employees may not solicit or distribute literature for any purpose on EDS premises at any time.

In the UK, this section of the Code does not prevent employees from participating in the national lottery or undertaking other gaming or gambling activities so long as such activity does not occur during an employee's working time and does not bring EDS into disrepute.

Substance Abuse, Enforcement Testing

The principles and policy of maintaining a drug free workplace will apply but the Enforcement/Testing process will not apply to EDS employees in the UK.

Exchanging Gifts and other Business Courtesies

Do not give or receive anything of excessive value from clients, suppliers or competitors. For purposes of this policy "excessive" is any gift that exceeds the local equivalent of UK £40 in value.

No Rights Created

The EDS Code of Business Conduct is not intended to confer any special rights or privileges upon specific individuals, provide greater or lesser rights under applicable law or entitle any person to remain employed by EDS. Unless contrary to the terms of a written contract executed by an authorised representative of EDS, employment at EDS may be terminated by the company in accordance with applicable law, or by an employee with or without cause in accordance with applicable law and/or the terms of a written contract with the company. Where reference is made to the EDS Disciplinary Procedure this will be the EDS UK Disciplinary Procedure in place. Although some of the guidelines set forth herein may suggest, even strongly, that certain procedures or steps to be followed, these procedures should not be interpreted as altering the terms of employment and do not constitute an employment contract.

The EDS Code of Business Conduct is not a contract. EDS retains the right to unilaterally modify this Code at any time without advance notice.

New Zealand Code Provisions

Substance Abuse, Enforcement Testing

The principles and policy of maintaining a drug free workplace will apply but the Enforcement/Testing process will not apply to EDS employees in New Zealand.

Contact List

Organization	Contact
Chief Security & Privacy Office Asia Pacific France United Kingdom United States Auburn Hills, MI Herndon, VA Plano, TX Keyword: security and privacy	61 29378 0967 33 1 4591 7444 44 181 754 4898 1 248 370 1234 [8 365] 1 703 742 1000 [8 432] 1 972 604 3900 [8 834]
Corporate Audit Keyword: audit	1 972 605 3600 [8 835]
Corporate Investigations	1 972 604 3900 [8 834]
Corporate Records Center	1 972 277 4100
Employee Relations Offices Herndon, VA Plano, TX Keyword: employee relations	1 703 742 1400 [8 432] 1 972 605 3480 [8 835]
Ethics and Compliance Helpline	1 888 EDS ETHK (888 337 3845) (no caller ID on this line)
Ethics and Compliance (Office of) Keyword: ethics	1 972 605 5607
Export Compliance (Office of) Keyword: export	1 770 642 8687 1 314 264 8833
Global Privacy Office Americas EMEA and Asia Pacific Keyword: privacy	972 605 0575 44 1908 284 156
Government Affairs (Office of) Keyword: government affairs	1 202 637 6700 [8 421]
Government Liaison and Compliance Hotline	1 703 742 2744 [8 432]
Government Liaison and Compliance Office	1 703 742 2268 [8 432]

Contact List

Organization	Contact
Human Resources Offices Global HR Delivery Business Partner Service Delivery Business Partner International Asia Pacific Canada EMEA Latin America Keyword: HR	972 605 2264 972 605 9897 852 2867 9888 1 416 814 4587 44 1 932 89 7180 [8 939] 972 605 1631
Legal Affairs Asia Pacific Canada Europe (EMEA) Latin America United States Keyword: legal affairs	61 2 9025 0717 1 416 814 4907 44 20 8754 4805 [8 939] 1 972 605 5500 [8 835] 1 972 605 5500 [8 835]
Procurement Services Helpdesk Keyword: purchasing	1 972 605 4900 [8 835]
Public Relations Argentina Asia Pacific Australia Benelux Canada Europe, Middle East & Africa (EMEA) France Germany Italy Latin America Mexico New Zealand South Africa United States Herndon, VA Piano, TX Troy, MI	5411 4704 3412 [8 971] 852 2867 9848 61 2 9935 4019 31 10 400 7375 1 416 814 4637 44 193 289 7114 [8 939] 33 1 47 29 6838 49 614 280 2109 39 02 25 24 322 1 972 605 6780 [8 835] 52 55 5261 1236 [8 950] 64 4 4745045 27 11 239 0250 1 703 742 1307 [8 432] 1 972 605 6791 [8 835] 1 248 265 5268 [8 365]

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Sexual Harassment and Other Unlawful Behavior Policy

Last Updated 01 Apr 2004

Effective: 17 March 2000

Purpose

To provide a workplace free from sexual harassment and other unlawful behavior

Definitions

Sexual Harassment is defined by the U.S. Equal Employment Opportunity Commission (EEOC) as any unwelcome sexual advances, unwelcome requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature. Sexual harassment occurs when submission to or rejection of sexual advances adversely affects employment in any way or when unwelcome sexual conduct otherwise interferes with job performance or creates an intimidating or hostile work environment.

Background

Sexual harassment is a form of sex discrimination that is illegal, unethical, and contrary to EDS' values and Diversity and Equal Employment Policy. EDS believes that all employees have a right to work in a discrimination-free environment.

Scope

This policy applies to all officers, directors (as appropriate), employees, visitors, suppliers, contract labor, and any agents and representatives of EDS while acting on behalf of EDS or any of its directly or indirectly majority-owned or controlled subsidiaries.



Policy

EDS does not tolerate sexual harassment or other unlawful harassment in the workplace, whether committed by a co-worker, leader, client, contractor (including those working for an agency), suppliers, or anyone else. Actions, words, jokes or comments that are derogatory and based on any person's gender, race, ethnicity, sexual orientation, age, religion, or disability will not be tolerated at EDS.

Tasks and Responsibilities



2 Jacobs

Leaders

- Educate employees
- Take allegations seriously
- Act promptly on allegations
- Be sensitive to the situation

Training and/or materials can be obtained by contacting:

- EDS Employee Relations
- EDS Office of Ethics and Compliance

Employees

EDS is committed to providing a workplace free from unlawful harassment. Any employee who feels he or she has been subjected to such harassment at EDS has an obligation to report the conduct to appropriate EDS personnel. A variety of avenues are available for addressing an employee's concerns. It is important to emphasize that regardless of the avenue used to report concerns, employees will not be retaliated against in any way for making a good faith complaint of harassment. Initially, and if it is appropriate given the circumstances, employees should tell the offending employee or individual to stop the behavior in question. If the inappropriate behavior continues or if employees feel uncomfortable confronting an individual about his or her behavior, they can use EDS' Open Door to report the situation to their immediate leader or to any other EDS leader with whom they are comfortable, either within or outside their leadership chain.



Avenues to seek advice and guidance or to report any violations/suspected violations of this policy are:

- EDS Employee Relations
- EDS Office of Ethics and Compliance
- EDS Legal Affairs
- EDS Human Resources

Consequences of Violation

EDS will investigate complaints of sexual harassment and other unlawful behavior. If an investigation confirms that unlawful harassment or inappropriate behavior has occurred, EDS will take appropriate corrective action up to and including termination of employment.

Because of the serious nature of these matters, any employee who provides false information in connection with a harassment complaint or investigation will likewise be subject to discipline up to and including termination of employment.

Contact
Sylvia Burrow

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Unless otherwise noted, all information contained in this site is considered EDS Internal
and is intended for distribution to EDS employees only.
Contact us.

-----Original Message-----

From: Jacobs, Aj

Sent: Thursday, February 10, 2005 1:52 PM

To: Williams, Jeff

Subject: elevator

Jeff,

What just happened in the elevator please don't let that happen again. That was very inappropriate and disrespectful. No need to apologize in the future let's just keep things on a business level.

AJ



DEFENDANT'S
EXHIBIT

AJ Jacobs

-----Original Message-----

From: Williams, Jeff

Sent: Thursday, February 10, 2005 2:09 PM

To: Jacobs, Aj

Subject: RE: elevator

I understand, just joking around with you, no disrespect meant.



DEFENDANT'S
EXHIBIT

S. Jacobs

2/23/2005

Leslie Liebman

On February 10th, 2005 around 1:45p.m. I was returning from lunch. As I approached the double doors in the basement headed to the elevator Jeff Williams also was walking closely behind. I felt something brush my behind—I assumed that Jeff accidentally brush against me or was walking too close. We walked onto the elevator once the elevator door closed Jeff took his arms around my waist and pulled me closer to him (he was standing on my right side) I tried to nudge him away. He pressed his body against mine which forced me on the wall of the elevator. I said hey get off of me he said that he was cold and he wanted me to warm him up. He proceeded to take my blouse out of my pants and began to rub on my stomach (bare stomach) and said he want me to warm him up. I said get off of me and he laid his head on my shoulder while he was holding me he said I felt so good. Shortly after that the elevator doors open and we were on the 6th floor. He walked off made a reference to he had to go exchange some jeans he bought on his lunch break. I asked him where he exchanged the jeans. He said Looking Good or Weil's I can't remember which one he said. I walked to my desk just flabbergasted.

This has affected me in was I never would have imagine. I went to the doctor and she gave my something to help me sleep as well as some pain pills. I'm having nightmares as if someone is chasing me and I can't get away and someone trying to break into my home. My right side has been hurting and my lower back. I see him walking around and



DEFENDANT'S
EXHIBIT

65 Jacobs

freeze. I have to get co-workers to walk to the break room as well as ride the elevator with me; or I'll see him leaving the area where I want to go to and rush to the area and hurry back so that I will not run into him. Before all of this I was a fun loving person, now I'm afraid to ride the elevator with a man on it by myself. I've made an appointment with someone to help me threw this because I have two small children that is beginning to be affected by this. I don't know what o do anymore this has change my whole life; my friends see a big change in me.

Thanks for your time

Adwowa Jacobs

3342067829 wk

LeCretia Jackson's documentation from conversation with Jeff Williams on 3/15/05.

Jeff Williams, Sondra Hendon (Jeff's immediate supervisor) and I met in 6th floor office at approximately 2:45 pm on 3/15/05. I informed Jeff that based on the investigation conducted on the elevator incident, there were insufficient findings to substantiate the claim. I stressed the importance of maintaining professionalism in the workplace at all times and making sure we do not do anything that might give the appearance of non professional behavior. He agreed and stated that he understood. I told him to consider this conversation as a verbal warning.

I informed Jeff that EDS has a zero tolerance policy for retaliation. I explained that he should not contact the accuser and ask, "why did she get him into trouble, or tell her that you know we were just playing." I informed him that he does not need to mention the incident to the accuser at all. He stated that he does not have any intention on contacting the accuser.

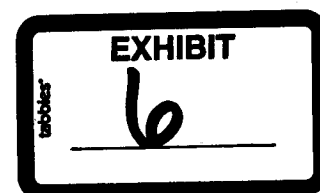
I informed Jeff that he needed to go to Global Learning and Development and take the sexual harassment class again. He readily agreed to take the class. He actually completed the class on yesterday evening around 6: 25 pm.

Course Title: Work Place harassment
3/15/2005

Course Code: LGL106OE

Completion Date:

I reviewed all of the previously stated points prior to ending the conversation. I also asked Jeff if he had any questions. He mentioned dealing with the rumors. I explained that we cannot control rumors around the call center, but advised him to mention it to us, if the accuser contacts him.



JacoBs, Aj

From: Liebman, Leslie
Sent: Tuesday, June 28, 2005 1:36 PM
To: Jacobs, Aj
Subject: Confidentiality Agreement

Sensitivity: Confidential



CONFIDENTIALITY.
AGREEMENT.DOC ...

Here is the agreement. Please fax it back to me at (703) 742-1593. As soon as I receive the fax, I'll call you back.

Thank you.

Leslie Liebman
EDS Eastern Region Employee Relations
Phone: 703.742.1321
Fax: 703.742.1593
Mailstop A6N - C48
leslie.liebman@eds.com
13600 EDS Drive
Herndon, VA 20171

-----Original Message-----

From: Jacobs, Aj
Sent: Tuesday, June 28, 2005 8:45 AM
To: Liebman, Leslie
Subject: RE: Schedule
Sensitivity: Confidential

That will be fine

Adwowa K A Jacobs
Government Services - U. S. Department of Education
CSB - Corr/Edit
474 South Court Street
Montgomery, Alabama 36102
Prosperity: The Choice Is Yours
334-206-7829
aj.jacobs@eds.com

-----Original Message-----

From: Liebman, Leslie
Sent: Monday, June 27, 2005 3:20 PM
To: Jacobs, Aj
Subject: RE: Schedule
Sensitivity: Confidential

AJ:



T Jacobs

I am sorry it took me so long to get back to you on this, however I have been out of the office ill since last Tuesday.

I would like to talk with you so how about if I call you tomorrow at 2:30 eastern time? Would that work for you? Would it be easier for you to call me? Please let me know. I really need to schedule a specific time to talk with you due to my schedule.

Thank you.

Leslie Liebman
EDS Eastern Region Employee Relations
Phone: 703.742.1321
Fax: 703.742.1593
Mailstop A6N - C48
leslie.liebman@eds.com
13600 EDS Drive
Herndon, VA 20171

-----Original Message-----

From: Jacobs, Aj
Sent: Tuesday, June 21, 2005 5:03 PM
To: Liebman, Leslie
Subject: RE: Schedule
Importance: High
Sensitivity: Confidential

Good evening Leslie

I was wondering when will you get back to me on my request for a request of the sexual harassment investigation?

Adwowa K A Jacobs
Government Services - U. S. Department of Education
CSB - Com/Edit
474 South Court Street
Montgomery, Alabama 36102
Prosperity: The Choice Is Yours
334-206-7829
aj.jacobs@eds.com

-----Original Message-----

From: Liebman, Leslie
Sent: Wednesday, June 15, 2005 2:36 PM
To: Jacobs, Aj
Subject: RE: Schedule
Sensitivity: Confidential

AJ:

I called and left a message for you to call me back yesterday however I didn't hear back from you. Unfortunately, I have to leave shortly and will not return to my office until Monday.
I will contact you on Monday. Please let me know if you will be working the same hours on Monday, June 20.

Thank you.

Leslie Liebman
EDS Eastern Region Employee Relations
Phone: 703.742.1321
Fax: 703.742.1593
Mailstop A6N - C48
leslie.liebman@eds.com
13600 EDS Drive

-----Original Message-----

From: Jacobs, Aj
Sent: Monday, June 13, 2005 5:30 PM
To: Liebman, Leslie
Subject: RE: Schedule
Sensitivity: Confidential

I'll be here from 7AM CT to 5 PM CT

AJ

-----Original Message-----

From: Liebman, Leslie
Sent: Monday, June 13, 2005 4:27 PM
To: Jacobs, Aj
Subject: Schedule
Sensitivity: Confidential

AJ:

I will call you tomorrow (Tuesday). Is there a specific time of day that would be best for me to call you? Please let me know.

Thank you.

Leslie Liebman
EDS Eastern Region Employee Relations
Phone: 703.742.1321
Fax: 703.742.1593
Mailstop A6N - C48
leslie.liebman@eds.com
13600 EDS Drive
Herndon, VA 20171

-----Original Message-----

From: Jacobs, Aj
Sent: Monday, June 13, 2005 1:45 PM
To: Liebman, Leslie
Subject: Follow
Importance: High
Sensitivity: Confidential

Leslie

Can I have a copy of your investigation for my records? Or can you give me the details again you never formally gave them to me in writing and I'm entitle to them. I was informed that the reason was stated to you was that I was crazy and paranoid and that's the reason why the investigation was handled in this manner (no action taken still). Jeff walks around here still intimidating me following me around and also following me out of the parking lot I'll wait until I know he SHOULD be out of the parking lot and constantly hanging in my area staring at me. He close with the manager here—and I recently found out that's the reason it was stated to you to discredit me. I would like something in a formal written statement .

Adwowa K A Jacobs
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CSB - Corr/Edit
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334-206-7829